

N98000005288

August 3, 1998

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

To Whom it may concern:

Enclosed please find the Articles of Incorporation of BESS Corporation of South Florida, Inc (A Corporation Not-for-Profit).

Cordially,


Jessie Harvin, Jr.

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New Bethel A.M.E. Church
2275 West 5th Way
Hialeah, FL 33010

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 12, 1998

JESSIE HARVIN, JR.
NEW BETHEL A.M.E. CHURCH
2275 WEST 5TH WAY
HIALEAH, FL 33010

SUBJECT: BESS DEVELOPMENT CORPORATION OF SOUTH FLORIDA, INC.
Ref. Number: W98000018309

We have received your document for BESS DEVELOPMENT CORPORATION OF SOUTH FLORIDA, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 398A00041897

ARTICLES OF INCORPORATION

OF

BESS DEVELOPMENT CORPORATION OF SOUTH FLORIDA, INC.,

(A Corporation Not-for-Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, with other persons, being desirous of forming a corporation for charitable and philanthropic purposes under the provision of Chapter 617 of the Florida Statutes, do agree to do the following:

ARTICLE I

NAME

This organization, hereinafter referred to as the Corporation, shall be known as the BESS Development Corporation of South Florida, Inc.

ARTICLE II

DURATION

The Corporation shall exist in perpetuity.

ARTICLE III

PURPOSES AND POWERS

The purpose of the Corporation are educational and charitable within the meaning of Section 501 (C) (3) of the United States Internal Revenue Code of 1954, as amended. Without limiting the generality of such purposes, the Corporation intends:

1. To promote the development of adequate, low-cost housing to meet the needs of the poor, elderly, and low-income residents of South Florida;
2. To engage in the organization of non-profit housing developments with resident ownership, and to engage in the organization or creation of non-profit rental housing for elderly, homeless, moderate and lower income persons;
3. To assist low-income individuals and groups to become self-sufficient in order to own, manage, and operate housing and other related enterprises in the City of Hialeah and the surrounding communities.
4. To provide social services to the needy;

5. To assist in obtaining the financial and other support required for the purposes of the Corporation;
6. To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, without limitation as to the amount of value; to sell convey or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation; and to do all such other acts as may be permitted under Florida law.

ARTICLE IV

MEMBERSHIP

The voting membership of this Corporation shall consist of the Board of Directors as elected from time-to-time. Additional, non-voting classes of membership may be established by the Board of Directors consisting of persons who are desirous of furthering the objectives of the Corporation. Such members shall participate in the affairs of the Corporation as provided for in the Corporation's By-Laws.

ARTICLE V

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rev. Jessie Harvin, Jr.	20040 N.W.13th Court Miami, FL 33169
Samuel White	18810 N.W. 48th Court Miami, FL 33055
Mrs. Annie R. Johnson	2240 West LaShae (6 Court) Hialeah, FL 33010
James Bowens	17940 N.W. 52nd Ave. Miami, FL 33055
Ms. Shirley Burdgress	565 West 24 Street Hialeah, FL 33010
Ms. Helen Brown	170 Albatross St. Miami Springs, FL 33166

The name and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rev. Jessie Harvin, Jr.	20040 N.W. 13th Court Miami, FL 33169
Mr. Samuel White	18810 N.W. 48th Court Miami, FL 33055
Mrs. Annie R. Johnson	2240 West LaShae (6th) Court Hialeah, FL 33010
Mr. James Bowens	17940 N.W. 52 nd Ave. Miami, FL 33055
Ms. Shirley Burdgress	565 West 24th Street Hialeah, FL 33010
Ms. Helen Brown	170 Albatross Street Miami Springs, FL 33166

ARTICLE VIII

The Corporation shall be authorized to endeavor in joint venture with other non-profit corporations or profit corporations so long as the overall purpose of the joint venture does not negate the non-profit status of the Corporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE & Principal Office

The street address of the initial registered/principal office of the Corporation is 2275 West 5th Way Hialeah, FL, 33010, FL and the name of the Corporation's initial registered agent at that address is Jessie Harvin, Jr.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Director consisting of no less than three directors at any time. The number of directors may be increased from time-to-time, in accordance with the Article of the Inc., and the By-Laws of the Corporation. The Pastor of the New Bethel A.M.E. Church shall be the President of the Board. In the event of the resignation or death of a board member, the president shall appoint a replacement to serve the remainder of the member's term.

ARTICLE IX

BY-LAWS

The Board of Directors of the Corporation shall make, adopt, alter, amend or appeal such By-Laws of the Corporation for the conduct of the business of the Corporation as the Directors may deem necessary from time-to-time.

ARTICLE X

OFFICERS

The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be provided for in the By-Laws. The officers shall be appointed at an annual meeting of the Board of Directors or as otherwise provided in the By-Laws. The initial officers shall be selected by the Board of Directors at its first meeting.

ARTICLE XI

DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to New Bethel A.M.E. Church, a not-for-profit corporation which is organized and operated exclusively for charitable purpose and which has established its tax exempt status under Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII

LIMITATIONS

No part of the net earnings of the Corporation shall insure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1954), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended by the Board of Directors at a special meeting called for such purpose or at the Annual Meeting of the Board. A two-thirds majority of all members on the Board of Directors must be required.

ARTICLE XIV

DEFENSE AND INDEMNIFICATION

OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this corporation, except in relation matters as to which he or she shall be finally adjudged in such action, or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

IN WITNESS WHEREOF, we the undersigned, as the incorporators of the above-named Corporation, do hereby subscribe our names and acknowledge the execution of the same on this

2nd day of August, 1998

Samuel White (SEAL)

James Powers (SEAL)

Jessie Harvin, Jr. (SEAL)

BEFORE ME, personally appeared Jessie Harvin, Jr., to me well known and known to me to be the person described in and who executed the ARTICLES OF INCORPORATION, and acknowledge to and before me that he execute said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 7th day of August, 1998,
in the aforesaid County and State.

Gloria Johnson



GLORIA JOHNSON
MY COMMISSION # 00409189 EXPIRES
September 22, 1998
BONDED THRU TROY FAIR INSURANCE, INC

BESS DEVELOPMENT CORPORATION OF SOUTH FLORIDA, INC.

ACCEPTANCE BY REGISTERED AGENT

has been named to accept service or process for the above-stated, at place designated in the Articles, I hereby accept to act incapacity, and agree to comply with the provision of said act relative open said office.


JESSIE HARVIN, JR.

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TALLAHASSEE, FLORIDA